

RECORDATION NO. 26515 FILED

AUG 17 '06

2-20 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 17, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12, dated as of July 18, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street  
Chicago, IL 60601

Lessee: Dakota, Minnesota & Eastern Railroad  
Corporation  
140 N. Phillip Ave.  
Sioux Falls, SD 57104

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

106 railcars: DME 800563 and within the following series: DME 12111 – DME 26926; DME 63257 – DME 64042; DME 316355 – DME 316887; and DME 466872 – DME 490043 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

**MEMORANDUM OF CAR LEASING AGREEMENT 1711-83 AND RIDER NO.12**

This Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and Dakota, Minnesota & Eastern Railroad Corporation (hereinafter referred to as "Lessee"), respecting that certain Car Leasing Agreement, dated as of March 11, 1993, between Lessor as successor in interest to General Electric Railcar Leasing Services Corporation, and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 12, dated as of July 1, 2006, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12 is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

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IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Car Leasing Agreement 1711-83 and Rider No. 12 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of July 18, 2006.

LESSOR:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By: 

Name: Mark Stefani

Title: Vice President

LESSEE:

DAKOTA, MINNESOTA & EASTERN  
RAILROAD CORPORATION

By: 

Name: Gary R Fish

Title: Vice President-Treasurer

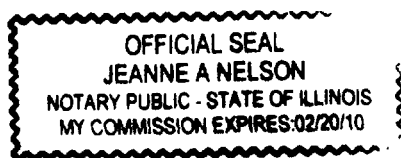
STATE OF ILLINOIS     )  
                                      )  
COUNTY OF COOK        )

On this 20th day of July, 2006, before me personally appeared Mark Stefani, to me personally known, who being duly sworn, stated that he is a Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jeanne A. Nelson, Notary Public

My Commission Expires: 2/20/10

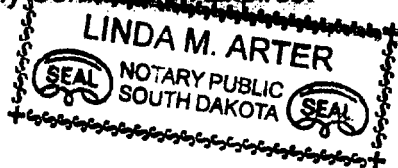


STATE OF South Dakota  
COUNTY OF Minnehaha SS:

On this 16 day of August, 2006, before me personally appeared Gary R. Fish, to me personally known, who being duly sworn, stated that he is V-Pres. Treasurer of Dakota, Minnesota & Eastern Railroad Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Linda M. Arter  
Notary Public

My Commission Expires: 01/09



**EXHIBIT A**

<u>Count</u>	<u>Car Mark</u>	<u>Count</u>	<u>Car Mark</u>	<u>Count</u>	<u>Car Mark</u>
1	DME 12111	46	DME 480869	91	DME 483477
2	DME 17016	47	DME 480892	92	DME 483549
3	DME 17074	48	DME 480895	93	DME 485062
4	DME 20022	49	DME 480896	94	DME 486552
5	DME 20035	50	DME 480907	95	DME 487388
6	DME 20425	51	DME 480909	96	DME 487403
7	DME 20432	52	DME 481029	97	DME 487517
8	DME 20434	53	DME 481038	98	DME 488632
9	DME 20448	54	DME 481066	99	DME 488703
10	DME 20451	55	DME 481069	100	DME 488705
11	DME 20461	56	DME 481078	101	DME 488807
12	DME 20482	57	DME 481085	102	DME 490003
13	DME 20491	58	DME 481200	103	DME 490013
14	DME 26926	59	DME 481201	104	DME 490028
15	DME 63257	60	DME 481211	105	DME 490043
16	DME 63307	61	DME 481217	106	DME 800563
17	DME 63317	62	DME 481231		
18	DME 63434	63	DME 481233		
19	DME 63635	64	DME 481234		
20	DME 63950	65	DME 481235		
21	DME 63970	66	DME 481244		
22	DME 64025	67	DME 481786		
23	DME 64034	68	DME 481794		
24	DME 64042	69	DME 481797		
25	DME 316355	70	DME 481802		
26	DME 316421	71	DME 481831		
27	DME 316471	72	DME 481839		
28	DME 316874	73	DME 481842		
29	DME 316878	74	DME 481856		
30	DME 316887	75	DME 481869		
31	DME 466872	76	DME 482058		
32	DME 476914	77	DME 482060		
33	DME 477567	78	DME 482077		
34	DME 477584	79	DME 482128		
35	DME 477607	80	DME 482129		
36	DME 478703	81	DME 482142		
37	DME 479884	82	DME 482179		
38	DME 480069	83	DME 482577		
39	DME 480095	84	DME 482601		
40	DME 480205	85	DME 482624		
41	DME 480296	86	DME 482626		
42	DME 480307	87	DME 482634		
43	DME 480319	88	DME 482653		
44	DME 480338	89	DME 483152		
45	DME 480855	90	DME 483177		

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 17, 2006



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Robert W. Alvord